



AXIS BANK LIMITED

Registered Office: "TRISHUL" 3rd Floor, Opp. Samartheshwar Temple,
Law Garden, Ellisbridge, Ahmedabad - 380 006, Gujarat.

POSTAL BALLOT FORM

(1) Folio No./DP & Client ID No. :

(2) No. of Shares	

(3) Name(s) and Registered Address of shareholders including joint-holders, if any (in block letters) :

(4) I/We hereby exercise my/our vote in respect of the ordinary/special resolutions to be passed through postal ballot for the business stated in the notice dated 17th December, 2012 of the Bank by sending my/our assent or dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below :

Sr. No.	Description	No. of shares held	I/We assent (agree) to the resolution (FOR)	I/We dissent (disagree) to the resolution (AGAINST)
1	Ordinary Resolution for alteration in capital clause of the Memorandum of Association (increase in authorised share capital)			
2	Special Resolution for alteration in article No. 3 (1) of the Articles of Association (increase in authorised share capital)			
3	Special Resolution for raising Tier I capital			
4	Special Resolution for increase in limit upto which the stock options can be granted under the Employee Stock Option Scheme (ESOS) of the Bank			

Place : _____
 Date : ____ / ____ / 20____ Signature of the Shareholder _____

Particulars for E-Voting

[illegible]

(P.T.O.)

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Bank. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed postage prepaid business reply envelope provided along with the physical copy of the postal ballot documents, bears the address of the scrutinizer appointed by the Board of Directors of the Bank.
3. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Bank or furnished by NSDL/CDSL to the Bank, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
4. Unsigned/Incomplete Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 25th January, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut off date i.e. 14th December, 2012.
7. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors authorising the person to represent in terms of section 187 of the Companies Act, 1956.
8. A member may request for a duplicate postal ballot form, if so required. The postal ballot form can be downloaded from the link <http://www.axisbank.com/investor-corner/investor-corner.aspx>. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the close of working hours on 25th January, 2013.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. The Scrutinizer's decision on the validity of the postal ballot form would be final.
11. Members are requested not to send any other paper/documents along with the postal ballot form in the enclosed postage prepaid business reply envelope. If sent, the same paper/document will not be acted upon.

INSTRUCTIONS FOR E-VOTING

1. For shareholders whose email address have been registered : Open the attached PDF file "Axis Bank - Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User ID" and "Password for e-voting". For shareholders who have not registered their email ids: Please refer to the user id and password printed on the postal ballot form.
2. Please note that the password is an initial password.
3. Open internet browser by typing the URL <https://www.evoting.nsdl.com>.
4. Click on "Shareholder Login".
5. Put User ID and password as initial password noted in step (1) above and Login.
6. Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof.
7. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
8. Home page of "e-Voting" opens. Click on e-Voting - Active Voting Cycles.
9. Select "EVENT" of Axis Bank.
10. Now you are ready for "e-Voting" as "Cast Vote" page opens. Voting period commences on and from 27th December, 2012 and ends on 25th January, 2013.
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on alshah@karvy.com with a copy marked to evoting@nsdl.co.in
13. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
14. In case shareholders desiring split voting i.e. voting FOR and AGAINST on the same Resolution, can do so by downloading Postal Ballot Form from the link <https://www.evoting.nsdl.com> or <http://www.axisbank.com/investor-corner/investor-corner.aspx> or by obtaining duplicate Form from Bank's Registrar and Share Transfer Agents M/s. Karvy Computershare Private Limited, Unit: Axis Bank Limited, Plot No. 17 - 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.
15. The date of declaration of results of the postal ballot (i.e. 28th January, 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600 or Axis Bank on 079-26409322.

INSTRUCTIONS FOR VOTING BY PHYSICAL MODE

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the scrutinizer in the enclosed self-addressed postage prepaid business reply envelope. Postage will be borne and paid by the Bank. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.
2. The self-addressed postage prepaid business reply envelope provided along with the physical copy of the postal ballot documents, bears the address of the scrutinizer appointed by the Board of Directors of the Bank.
3. This form should be duly completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Bank or furnished by NSDL/CDSL to the Bank, in respect of shares held in the physical form or demat form respectively) by the first named shareholder and in his absence, by the next named joint shareholder.
4. Unsigned/Incomplete Postal Ballot Forms will be rejected.
5. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 25th January, 2013. Postal Ballot Form received after this date will be strictly treated as if the reply from the shareholder has not been received.
6. Voting rights shall be reckoned on the paid up value of shares registered in the name of the shareholders on the cut off date i.e. 14th December, 2012.
7. In case of shares held by companies, trusts, societies, etc., the duly completed postal ballot form should be accompanied by a certified true copy of the resolution of its Board of Directors authorising the person to represent in terms of section 187 of the Companies Act, 1956.
8. A member may request for a duplicate postal ballot form, if so required. The postal ballot form can be downloaded from the link <http://www.axisbank.com/investor-corner/investor-corner.aspx>. However, the duly filled in duplicate postal ballot form should reach the Scrutinizer not later than the close of working hours on 25th January, 2013.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. The Scrutinizer's decision on the validity of the postal ballot form would be final.
11. Members are requested not to send any other paper/documents along with the postal ballot form in the enclosed postage prepaid business reply envelope. If sent, the same paper/document will not be acted upon.

INSTRUCTIONS FOR E-VOTING

1. For shareholders whose email address have been registered : Open the attached PDF file "Axis Bank - Voting.pdf" giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password which contains your "User ID" and "Password for e-voting". For shareholders who have not registered their email ids: Please refer to the user id and password printed on the postal ballot form.
2. Please note that the password is an initial password.
3. Open internet browser by typing the URL <https://www.evoting.nsdl.com>.
4. Click on "Shareholder Login".
5. Put User ID and password as initial password noted in step (1) above and Login.
6. Password Change Menu appears. Change the password with new password for your choice with minimum 8 digits/characters or combination thereof.
7. Please note your new password. We strongly recommend that you do not share your new password and take utmost care to keep your password confidential.
8. Home page of "e-Voting" opens. Click on e-Voting - Active Voting Cycles.
9. Select "EVENT" of Axis Bank.
10. Now you are ready for "e-Voting" as "Cast Vote" page opens. Voting period commences on and from 27th December, 2012 and ends on 25th January, 2013.
11. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
12. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail on alshah@karvy.com with a copy marked to evoting@nsdl.co.in
13. In case you are already registered with NSDL, you can use your existing User ID and Password for casting your vote.
14. In case shareholders desiring split voting i.e. voting FOR and AGAINST on the same Resolution, can do so by downloading Postal Ballot Form from the link <https://www.evoting.nsdl.com> or <http://www.axisbank.com/investor-corner/investor-corner.aspx> or by obtaining duplicate Form from Bank's Registrar and Share Transfer Agents M/s. Karvy Computershare Private Limited, Unit: Axis Bank Limited, Plot No. 17 - 24, Vittal Rao Nagar, Madhapur, Hyderabad – 500 081.
15. The date of declaration of results of the postal ballot (i.e. 28th January, 2013) shall be the date on which the resolution would be deemed to have been passed, if approved by requisite majority.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting User manual for Shareholders available at the "Downloads" section of www.evoting.nsdl.com or call NSDL on 022-24994600 or Axis Bank on 079-26409322.